

**BEFORE THE
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA
DOCKET NO. _____**

In the Matter of the Application of)
)
Mobilitie, LLC, Transferor,)
)
And)
)
South Carolina Transmission Network,)
LLC, Transferee)
)
For Approval of *Pro Forma* Transfer of)
Certificate of Public Convenience and)
Necessity to South Carolina)
Transmission Network, LLC)
)

JOINT APPLICATION

Mobilitie, LLC (“Mobilitie,” or “Transferor”) and South Carolina Transmission Network, LLC (“South Carolina Transmission Network,” or “Transferee”) (collectively the “Applicants”), by undersigned counsel, pursuant to S.C. Code §§ 59-9-300 and 58-9-310 and the Rules of the Public Service Commission of South Carolina (“Commission”), hereby request Commission approval for the *pro forma* transfer of Mobilitie’s Certificate of Public Convenience and Necessity (“Certificate”) to South Carolina Transmission Network, resulting in the “discontinuance of service” by Mobilitie and the eventual cancellation of Mobilitie’s Certificate. Pursuant to a Contribution Agreement between Mobilitie and South Carolina Transmission Network (the “Agreement”), South Carolina Transmission Network will acquire Mobilitie’s Certificate of Public Convenience and Necessity (“Proposed Transaction”). The Applicants seek to consummate the Proposed Transaction as soon as practicable. In light of the many business and financial considerations affected by the timing of the approval process, Applicants

respectfully request that the Commission commence its examination of and approve the proposed *pro forma* transaction as quickly as possible.

I. DESCRIPTION OF THE APPLICANTS

A. Mobilitie, LLC

Mobilitie is a limited liability company organized under the laws of the State of Nevada. Mobilitie designs, builds, and operates network and infrastructure to deliver optimal wireless coverage. Mobilitie's complete wireless infrastructure solutions include funding, designing, building, operating, and maintaining neutral host outdoor and indoor distributed antenna systems (DAS), small cells, Wi-Fi, and communication towers. On February 15, 2011, Mobilitie was authorized to provide resold and facilities-based interexchange and local exchange telecommunications services within the State of South Carolina.¹

As of the date of this Application, Mobilitie is authorized to provide competitive local exchange, interexchange, and/or backhaul transport telecommunications services pursuant to registration, agency order, or on a deregulated basis in all fifty states, and the District of Columbia. Mobilitie's headquarters is located at 2220 University Drive, Newport Beach, California 92660.

B. South Carolina Transmission Network, LLC

South Carolina Transmission Network is a Delaware limited liability company with its principal place of business at 925B Peachtree Street NE, Suite 710, Atlanta, Georgia 30309. South Carolina Transmission Network is a wholly-owned, indirect subsidiary of Mobilitie. As a newly formed company, South Carolina Transmission Network is not currently authorized or

¹ See generally *In re Application of Mobilitie, LLC for a Certificate of Public Convenience and Necessity to Provide Resold and Facilities-Based Local Exchange and Interexchange Telecommunications Services in the State of South Carolina and for Flexible Regulation*, Docket No. 2010-355-C, Order No. 2011-132, Order Granting Certificate and Approving Flexible Regulation, Public Service Commission of South Carolina (Feb. 15, 2011).

registered to provide telecommunications services in any jurisdiction.

II. DESCRIPTION OF THE TRANSACTION

Pursuant to the Agreement, South Carolina Transmission Network will acquire Mobilitie's Certificate of Public Convenience and Necessity. Following completion of the Proposed Transaction, South Carolina Transmission Network will operate as a wholly-owned subsidiary of Mobilitie, and therefore, Mobilitie's current management will remain responsible for the day-to-day operations of the business. South Carolina Transmission Network will continue to provide service to Mobilitie's existing customers in South Carolina through the transferred authorization.

The Proposed Transaction will not result in any changes to the services received by customers, including rates, terms and conditions of service. In fact, the Proposed Transaction will be virtually seamless to Mobilitie's customers.²

As noted above, upon completion of the Proposed Transaction, Mobilitie will no longer individually provide any telecommunications services in South Carolina since South Carolina Transmission Network will hold the Certificate and be the service provider of record. Joint Applicants therefore request that the Commission give any approval required pursuant to S.C. Code Ann. § 58-9-300, and cancel the Certificate of Mobilitie effective upon receipt of notice from Joint Applicants that the Proposed Transaction is complete.

III. PUBLIC INTEREST STATEMENT

Joint Applicants submit that the Proposed Transaction described herein serves the public interest. The Proposed Transaction will provide Joint Applicants with the opportunity to strengthen their competitive position through a revised organizational structure. The Proposed

² Mobilitie does not have any retail customers in South Carolina affected by the transaction. As a result, Mobilitie has not provided advance customer notice as required in other cases by state and federal law.

Transaction will also provide management the flexibility to pursue different business opportunities through separate entities.

Furthermore, the Proposed Transaction will be virtually transparent to customers and will not result in any change in their services. Moreover, the rates, terms and conditions of their services will not change as a result of these purely intra-company transactions.

Finally, Mobilitie and South Carolina Transmission Network have the same management. Therefore, there will be no change in the managerial qualifications of the telecommunications provider serving the customers affected by the Proposed Transaction, nor will there be a change in the management policies as a result of the Proposed Transaction.

In support of the Joint Application, the Joint Applicants have attached Pre-Filed Testimony as **Exhibit A**.

The public interest will also be served by expeditious consideration and approval of this Joint Application. In particular, the Proposed Transaction is aimed at strengthening Mobilitie's competitive position by enabling the company to offer expanded product and service portfolios to customers. Prompt action on the Joint Application will ensure the public realizes these benefits as quickly as possible.

IV. CONCLUSION

For the reasons stated above, the Applicants respectfully request that the Commission expeditiously grant this Joint Application for approval of the Proposed Transaction, provide any approvals necessary pursuant to S.C. Code Ann. § 58-9-300, and grant such other and further relief as is just and proper.

s/John J. Pringle, Jr.

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Counsel for Applicants

April 26, 2016

**BEFORE THE
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Network, LLC)

**PRE-FILED TESTIMONY OF DAVID
GARNER**

1 Q. PLEASE STATE YOUR FULL NAME, TITLE, AND BUSINESS ADDRESS, FOR
2 THE RECORD.

3 A. My name is David Garner. I am Vice President of South Carolina Transmission Network,
4 LLC (“South Carolina Transmission Network”). My business address is 925B Peachtree
5 Street NE, Suite 710, Atlanta, Georgia 30309.

6 Q. WHAT ARE YOUR JOB RESPONSIBILITIES?

7 A. I am responsible for managing the day-to-day operations of South Carolina Transmission
8 Network in the State of South Carolina.

9 Q. PLEASE DESCRIBE YOUR PROFESSIONAL EXPERIENCE AND
10 BACKGROUND.

11 A. Since joining South Carolina Transmission Network as Vice President in July 2015, I
12 have overseen the implementation of NOC processes and procedures, managed RFPs and
13 implementation of SOWs, managed fiber bids for T-Mobile, supervised site selection

1 criteria and set up for Macro site selection, and overseen the implementation of utility
2 coordination processes, procedures, and training. Prior to joining South Carolina
3 Transmission Network, I managed the construction and implementation of various
4 telecommunications systems in the Kansas City and Chicago areas for Black & Veatch.
5 Prior to joining Black & Veatch, I was a Deputy Construction Manager and Lead Field
6 Coordinator for Bechtel specializing in managing the construction sites for AT&T and
7 Clearwire telecommunications systems.

8 **Q. ARE YOU FAMILIAR WITH THE APPLICATION THAT MOBILITIE AND**
9 **SOUTH CAROLINA TRANSMISSION NETWORK SUBMITTED TO THIS**
10 **COMMISSION?**

11 A. Yes. I would like to incorporate that Application and Exhibits into this Testimony by
12 reference.

13 **Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY IN THIS PROCEEDING?**

14 A. The purpose of my testimony is to present evidence in support of South Carolina
15 Transmission Network and Mobilitie, LLC's ("Mobilitie") (collectively, the
16 "Applicants") application for approval of a *pro forma* intra-company transaction by
17 demonstrating that the transaction will be virtually seamless to customers, and that
18 approval of the Application is in the public interest.

19 **Q. PLEASE DESCRIBE THE *PRO FORMA* INTRA-COMPANY TRANSACTION.**

20 A. Pursuant to a Contribution Agreement by and between South Carolina Transmission
21 Network and Mobilitie, South Carolina Transmission Network will acquire Mobilitie's
22 Certificate of Public Convenience and Necessity (*See* Order No. 2011-132, in Docket No.
23 2010-355-C). Following completion of the proposed transaction, South Carolina

1 Transmission Network will operate as a wholly-owned subsidiary of Mobilitie, and
2 Mobilitie's current management will remain responsible for the day-to-day operations of
3 the business. South Carolina Transmission Network will continue to provide service to
4 Mobilitie's existing customers in South Carolina through the transferred authorization.

5 **Q. PLEASE BRIEFLY DESCRIBE THE APPLICANTS.**

6 A. Mobilitie is a limited liability company organized under the laws of the State of Nevada.
7 Mobilitie designs, builds, and operates network and infrastructure to deliver optimal
8 wireless coverage. Mobilitie's complete wireless infrastructure solutions include
9 funding, designing, building, operating, and maintaining neutral host outdoor and indoor
10 distributed antenna systems (DAS), small cells, Wi-Fi, and communication towers. On
11 February 15, 2011, Mobilitie was authorized to provide resold and facilities-based
12 interexchange and local exchange telecommunications services within the State of South
13 Carolina (*See* Order No. 2011-132, in Docket No. 2010-355-C). Mobilitie is authorized
14 to provide competitive local exchange, interexchange, and/or backhaul transport
15 telecommunications services pursuant to registration, agency order, or on a deregulated
16 basis in all fifty states, and the District of Columbia.

17 South Carolina Transmission Network is a Delaware limited liability company with its
18 principal place of business at 925B Peachtree Street NE, Suite 710, Atlanta, Georgia
19 30309. South Carolina Transmission Network is a wholly-owned, indirect subsidiary of
20 Mobilitie. As a newly formed company, South Carolina Transmission Network is not
21 currently authorized or registered to provide telecommunications services in any
22 jurisdiction.

1 **Q. HOW WILL THE *PRO FORMA* TRANSACTION AFFECT CUSTOMERS?**

2 A. The proposed transaction will be virtually transparent to Mobilitie's customers in the
3 State of South Carolina, and will not result in any change in their services. Moreover, the
4 rates, terms, and conditions of their services will not change as a result of this purely
5 intra-company transaction.

6 **Q. IS SOUTH CAROLINA TRANSMISSION NETWORK QUALIFIED TO**
7 **PROVIDE SERVICE TO MOBILITIE'S CUSTOMERS?**

8 A. Yes. As previously mentioned, following completion of the proposed transaction, South
9 Carolina Transmission Network will operate as a wholly-owned subsidiary of Mobilitie,
10 and therefore, Mobilitie's current management will remain responsible for the day-to-day
11 operations of the business. Accordingly, by virtue of Mobilitie's extensive experience in
12 providing high-quality telecommunications services nationwide, South Carolina
13 Transmission Network is highly-qualified to provide telecommunications services to
14 customers in the State of South Carolina.

15 **Q. WHAT ARE THE BENEFITS OF THE TRANSACTION?**

16 A. The public interest will be served by expeditious consideration and approval of this
17 proposed transaction. In particular, the proposed transaction will strengthen Mobilitie's
18 competitive position through a revised organizational structure. In doing so, the
19 Applicants will be able to offer expanded product and service portfolios to customers in
20 the State of South Carolina.

1 **Q. WHEN DO APPLICANTS PLAN TO COMPLETE THE *PRO FORMA***
2 **TRANSACTION?**

3 A. Applicants plan to complete the *Pro Forma* Transaction shortly after the Commission's
4 approval of the Application. Applicants therefore request expedited treatment of the
5 Application.

6 **Q. DOES THIS COMPLETE YOUR TESTIMONY AT THIS TIME?**

7 A. Yes, it does.

VERIFICATION

I, Jim Grass, hereby certify that I am the Vice President of Mobilitie, LLC ("Mobilitie"), and am authorized to make this certification on behalf of Mobilitie; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to Mobilitie are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury under the law of the United States of America that the foregoing is true and correct. Executed this 12th day of April, 2016.



Name:
Title:
Mobilitie, LLC

Jim Grass

Vice President

VERIFICATION

I, Dave Garner, hereby certify that I am the Vice President of South Carolina Transmission Network, LLC ("South Carolina Transmission Network"); that I am authorized to make this certification on behalf of South Carolina Transmission Network; that the foregoing filing was prepared under my direction and supervision; and that the contents with respect to South Carolina Transmission Network are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury under the law of the United States of America that the foregoing is true and correct. Executed this 12 day of April, 2016.



Name:	<u>Dave Garner</u>
Title:	<u>Vice President</u>
<u>South Carolina Transmission Network, LLC</u>	